



AIRCRAFT SERVICE INTERNATIONAL GROUP™

Patricia Nance Annunziato
Senior Legal Counsel

May 15, 2006

VIA FEDERAL EXPRESS

Michael Massey, Esq.
Assistant Regional Counsel
United States Environmental Protection Agency
Region IX
75 Hawthorne Street
San Francisco, CA 94105

Re: General Notice Letter/104(e) for the San Fernando Valley/North Hollywood
Superfund Site, North Hollywood, California

Dear Mr. Massey:

Please find enclosed our response to the Request for Information relating to the Facility, as defined in your request. As we have discussed on the phone, Aircraft Service International, Inc. ("ASII") did not acquire any real estate or operations at the Burbank Airport when ASII acquired Airport Group International LLC in October 2004. Upon belief, Airport Group International, Inc. established Airport Group International LLC for the purpose of selling only a portion – not all – of Airport Group International, Inc.'s assets, and no assets or operations relating to the Facility were transferred into Airport Group International LLC. Accordingly, due to the lack of relevant materials within ASII's custody and control, the only documents accompanying this response are those that relate to the formation of ASII.

ASII conducted a thorough search of the records ASII obtained as a result of the purchase of Airport Group International LLC. In the interest of full disclosure, there are five boxes of documents that we have not yet searched. It is highly unlikely that these five boxes contain any information relevant to the EPA's request. However, in an abundance of caution, these boxes have been ordered from an out-of-state storage facility, and we expect to receive them later this week. Upon receipt and review of these boxes, ASII will supplement this response. Additionally, ASII reserves the right to supplement this response in the event that additional information should otherwise become available.

Thank you for cooperating with ASII in this matter.

Sincerely,

Patricia Nance Annunziato
Senior Legal Counsel

PNA/mmc

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AIRCRAFT SERVICE INTERNATIONAL GROUP

Michael Massey, Esq.

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bcc: (w/o Exhibit) Colin Hewitt
John McGee

ENCLOSURE D: INFORMATION REQUEST

1. State the full legal name, address, telephone number, position(s) held by, and tenure of the individual(s) answering any of the questions below on behalf of Aircraft Service International, Inc. ("ASI" or the "Company").

1. **Patricia Nance Annunziato, Senior Legal Counsel, 3 years
BBA Aviation Shared Services, Inc.
201 S. Orange Ave., Suite 1100A
Orlando, FL 32801
(407) 206-8441**

2. Identify the individuals who are or were responsible for environmental matters at ASI's facility located at 10720 Sherman Way, Burbank, California (the "Facility"). Henceforth, the term "Facility" shall be interpreted to include both the real property at 10720 Sherman Way, Burbank, California, and any improvement thereto. For each individual responsible for environmental matters, provide his/her full name, current or last known address, current or last known telephone number, position titles, and the dates each individual held such position.

2. **No employee or agent of Aircraft Service International, Inc. ("ASII") is known to have ever been responsible for environmental matters at the Facility.**

3. Explain the Company's present operational status (e.g., active, suspended, defunct, merged, or dissolved).

3. **ASII's present operational status is active.**

4. Provide the date the Company was incorporated, formed, or organized. Identify the State in which the Company was incorporated, formed, or organized.

4. **ASII was first incorporated in the state of Delaware on February 9, 1967.
(Source: Certificate of Incorporation)**

5. Identify the business structure (e.g., sole proprietorship, general partnership, limited partnership, joint venture, or corporation) under which the Company currently exists or operates and identify all former business structures under which it existed or operated since 1929.

5. **Aircraft Service International, Inc. is a corporation.
(Source: Certificate of Incorporation)**

6. For each business structure under which the Company has existed or operated at the Facility since 1929, provide the corresponding dates that it existed or operated under that business structure, the name(s) it used, and the Facility addresses at which it operated or was otherwise located.

6. ASII has never existed or operated at the Facility. Upon belief, Airport Group International, Inc., predecessor in interest to Airport Group International LLC, may have had a airport management division that existed or operated at that Facility, but such division was not acquired by ASII. ASII did not acquire any operations at the Burbank Airport through the purchase of Airport Group, International, LLC.

7. Provide a copy of the articles of incorporation, partnership agreement, articles of organization, or any other documentation (together with any amendments) demonstrating the particular business structure under which the Company has existed or operated since 1929.

7. See Exhibit A, attached.

8. If the Company is or was operating under a fictitious business name, identify the fictitious name and the owner(s) of the fictitious name, and provide a copy of the Fictitious Business Name Statement filed with the county in which the Company is or was doing business.

8. ASII has not operated under a fictitious business name at any time since July 2001. Upon belief, ASII did not operate under a fictitious business name prior to July 2001.

9. Identify and explain any and all sales of the Company's assets if the sale represented a sale of substantially all of the Company's assets.

9. SFSC Acquisition Corp., a Delaware corporation (a wholly owned subsidiary of Signature Flight Support Corporation) merged with Ranger Aerospace Corp., a Delaware corporation with Ranger Aerospace Corp. surviving the merger on July 10, 2001. On July 10, 2001, Ranger Aerospace Corp. changed its name to ASIG Holdings Corp., a Delaware corporation. ASII is a subsidiary of Aircraft Service International Group, Inc., which is a subsidiary of ASIG Holdings Corp. See Exhibit A.

10. Identify and explain any investments by the Company in other businesses, companies, or corporations equating to 5% or more of that other business, company, or corporation from the formation of the Company to the present.

10. **Upon the purchase of Airport Group International LLC, ASII acquired forty-nine percent (49%) of Perishables Group International JV, LLC. Perishables is a Georgia Limited Liability Company formed in 1998 for the purpose of managing and marketing the Perishables and Equine Complexes at Hartsfield Atlanta International Airport.**
11. List the names, titles, telephone number(s), and current or last known addresses of all individuals who are currently or were officers and/or owners of the Company during any time that the Company was operating at the Facility, regardless of the business structure under which the Company is or was operated. Provide documentation of both the percentage of each individual's current or former ownership interest in the Company and the time period(s) during which he/she held this ownership interest.
11. **None known. See response to Number 6, above.**
12. Identify the dates the Company, under any of its current or former business structures, owned the Facility. Provide a copy of the title documentation evidencing the Company's ownership of the Facility.
12. **None. See response to Number 6, above.**
13. For any period of time in which the Company, under any of its current or former business structures, owned the Facility, provide the name, address, and phone number of any tenant or lessee. Provide a copy of each lease, rental agreement, or any other document that establishes the Company's relationship to any other operators at the Facility.
13. **Not applicable.**
14. Provide the dates that the Company, under any of its current or former business structures, operated at the Facility.
14. **None.**
15. For any period of time in which the Company, under any of its current or former business structures, operated at, but did not own, the Facility, provide the name, address, and phone number of the Facility's owner. Provide a copy of each lease, rental agreement, or any other document that establishes the Company's relationship to the real property owner during the Company's occupancy of the Facility.
15. **Not applicable.**
16. Identify any individual or entity that owned or operated the Facility prior or subsequent to the Company. For each prior or subsequent owner or operator, further identify:

- a. The dates of ownership/operation;
- b. The nature of prior or subsequent operations at the Facility;
- c. All evidence showing that the prior or subsequent owner or operator controlled access to the property; and
- d. All evidence that a hazardous substance, pollutant, or contaminant was released or threatened to be released at the Facility during the period of prior or subsequent ownership or operation.

16. As stated in ASII's response to number 6, above, ASII has not owned or operated the Facility. ASII purchased Airport Group International, LLC from TBI Overseas Holdings, Inc. in October 2004.

17. Provide a complete list of employees who had knowledge of the use of hazardous substances and disposal of wastes at the Facility during any or all of the period of time that the Company operated at or was otherwise associated with the Facility. For each employee listed, provide the following information:

- a. The employee's full name;
- b. The employee's current or last known address and telephone number, including the last known date on which you believe each address and telephone number was current;
- c. The dates that the employee worked at the Facility;
- d. The position(s) the employee held under any of the Company's business structures; and
- e. The employee's job title(s) and the corresponding dates during which the Company believes that the employee would have had knowledge of the use and disposal of wastes.

17. None. See response to Number 6, above.

18. Describe the size of the Facility, the approximate number of people employed by the Company, and the product(s) manufactured or services performed by the Company. Describe any significant change in Facility size, the number of employees, or the products manufactured over time.

18. Not applicable. See response to Number 6, above.

19. Documentation obtained by EPA shows chromium contamination in the groundwater near the Facility. To the best of your ability, provide a complete description of the Company's operations that may have included the use of chromium or substances that contained chromium as a component ("chromium-related substances"). Indicate the approximate volume of chromium or chromium-related substances used per month at the Facility, the dates chromium or chromium-related substances were used, and the storage and disposal practices in effect during the Company's operations at the Facility for

materials containing chromium. Include documentation evidencing the Company's use of chromium or chromium-related substances.

19. None.

20. Provide a scaled map of the Facility which includes the locations of significant buildings and features. Indicate the locations of any maintenance shops, machine shops, degreasers, liquid waste tanks, chemical storage tanks, and fuel tanks. Provide a physical description of the Facility and identify the following:
- a. Surface structures (e.g., buildings, tanks, containment and/or storage areas, etc.)
 - b. Subsurface structures (e.g., underground tanks, sumps, pits, clarifiers, etc.);
 - c. Groundwater and dry wells, including drilling logs, date(s) of construction or completion, details of construction, uses of the well(s), date(s) the well(s) was/were abandoned, depth to groundwater, depth of well(s) and depth to and of screened interval(s);
 - d. Past and present storm water drainage system and sanitary sewer system, including septic tank(s) and subsurface disposal field(s);
 - e. Any and all additions, demolitions or changes of any kind to physical structures on, under or about the Facility or to the property itself (e.g., excavation work), and state the date(s) on which such changes occurred; and
 - f. The location of all waste storage or waste accumulation areas as well as waste disposal areas, including but not limited to dumps, leach fields, and burn pits.

20. ASII does not have this information.

21. Provide copies of hazardous material business plans and chemical inventory forms (originals and updates) submitted to city, county, and state agencies.

21. ASII respectfully submits that this inquiry is overbroad and unduly burdensome. If this inquiry is limited to the Facility, ASII does not have this information.

22. Provide a list of all chemicals and hazardous substances used at the Facility, identifying the chemical composition and quantities used. Provide copies of Material Safety Data Sheets for all hazardous substances used.

22. ASII does not have this information.

23. Identify and provide the information below for all volatile organic compounds (most notably PCE; TCE; 1,1-DCE; MTBE; 1,4-DCA, cis-1,2-DCE; and carbon tetrachloride); Title 22 metals including total and hexavalent chromium; 1,4-dioxane; N-nitrosodimethylamine (NDMA); perchlorate; dioxins and furans, which are or were used at, or transported to, the Facility:

- a. The trade or brand name, chemical composition, and quantity used for each chemical or hazardous substance and the Material Safety Data Sheet for each product;
- b. The location(s) where each chemical or hazardous substance is or was used, stored, and disposed of;
- c. The kinds of wastes (e.g., scrap metal, construction debris, motor oil, solvents, waste water), the quantities of wastes, and the methods of disposal for each chemical, waste, or hazardous substance;
- d. The quantity purchased (in gallons), the time period during which it was used, and the identity of all persons who used it; and
- e. The supplier(s), and provide copies of all contracts, service orders, shipping manifests, invoices, receipts, canceled checks, or any other documents pertaining to the supply of chemicals or hazardous substances.

23. Not applicable. See response to Number 6, above.

24. Provide copies of all environmental data or technical or analytical information regarding soil, water, and air conditions at or adjacent to the Facility, including, but not limited to, environmental data or technical or analytical information related to soil contamination, soil sampling, soil gas sampling, geology, water (ground and surface), hydrogeology, groundwater sampling, and air quality.

24. A search of the records obtained by ASII upon the acquisition of Airport Group International, LLC did not reveal any of documents responsive to this request.

25. Identify, and provide the following information for, all groundwater wells that are located at the Facility:

- a. A map with the specific locations of the Facility groundwater wells;
- b. Date the Facility groundwater wells were last sampled;
- c. List of all constituents which were analyzed during groundwater sampling events; and
- d. All groundwater sampling results, reports of findings, and analytical data.

25. This information is not within possession or control of ASII.

26. Identify all insurance policies held by the Company from the time it commenced ownership of or operations at the Facility until the present. Provide the name and address of each insurer, the policy number, the amount of coverage and policy limits, the type of policy, and the expiration date of each policy. Include all comprehensive general liability policies and "first party" property insurance policies and all environmental impairment insurance. Provide a complete copy of each policy.

26. Not applicable.

27. Provide copies of any applications for permits or permits received under any local, state, or federal environmental laws and regulations, including any waste discharge permits, such as national pollutant discharge elimination system permits.

27. ASII respectfully submits that this request is overbroad and unduly burdensome. If this request is limited to the Facility, ASII has no such applications.

28. If the Company discharged any of its waste stream to the sewer at the Facility, provide copies of all permits and all analyses performed on discharged water, and identify all locations where waste streams were discharged.

28. Not applicable.

29. For each waste stream generated at the Facility, describe the procedures for (a) collection, (b) storage, (c) treatment, (d) transport, and (e) disposal of the waste stream.

29. Not applicable.

30. Please provide a detailed description of all pre-treatment procedures performed by the Company on its waste streams at the Facility prior to transport to a disposal site.

30. Not applicable.

31. Please describe the method used by the Company to remove waste streams from sumps at the Facility.

31. Not applicable.

32. Please identify all wastes that were stored at the Facility prior to shipment for disposal. Describe the storage procedures for each waste that was stored prior to disposal.

32. Not applicable.

33. Please identify all leaks, spills, or other releases into the environment of any hazardous substances or pollutants or contaminants that have occurred at or from the Facility. In addition, identify and provide supporting documentation of:

- a. The date each release occurred;
- b. The cause of each release;
- c. The amount of each hazardous substance, waste, or pollutant or contaminant released during each release;
- d. Where each release occurred and what areas were impacted by the release; and

- e. Any and all activities undertaken in response to each release, including the notification of any local, state, or federal government agencies about the release.

33. Not applicable.

34. Provide copies of any correspondence between the Company and local, state, or federal authorities concerning the use, handling, or disposal of hazardous substances at the Facility, including but not limited to any correspondence concerning any of the releases identified in response to the previous question.

34. None.

35. Please describe the corporate affiliation, if any, between Aircraft Service International, Inc. and BBA Aviation Services Group.

35. "BBA Aviation Services Group" is not a corporate legal entity. ASII is a subsidiary of Aircraft Service International Group, Inc., which is a subsidiary of ASIG Holdings Corp., which is a subsidiary of BBA Aviation Shared Services, Inc.

/ Exhibit A

In response to
request numbers
4, 5, 7, and 9

Delaware

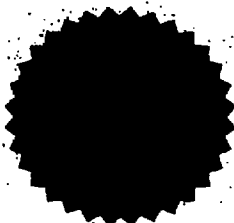
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCRAFT SERVICE INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0653116 8300

AUTHENTICATION: 2246317

030079322

DATE: 02-06-03

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRCRAFT SERVICE INTERNATIONAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF FEBRUARY, A.D. 1967, AT 10 O'CLOCK A.M.

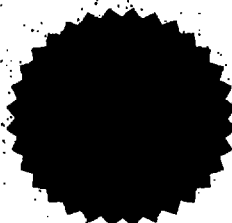
CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME FROM "GFM SUPPLY CORPORATION" TO "AIRCRAFT SERVICE INTERNATIONAL, INC.", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1970, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTH DAY OF AUGUST, A.D. 1974, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 4:31 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0653116 8100H

AUTHENTICATION: 2246316

030079322

DATE: 02-06-03

Delaware

PAGE 2

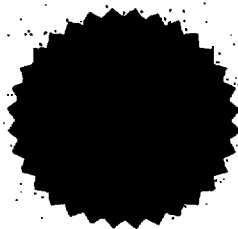
The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 4:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0653116 8100H

AUTHENTICATION: 2246316

030079322

DATE: 02-06-03

CERTIFICATE OF INCORPORATION**OF****GFM SUPPLY CORPORATION**

FIRST. The name of the corporation is

GFM SUPPLY CORPORATION

SECOND. The principal office of the corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To purchase, lease or otherwise acquire, manufacture, fabricate, assemble, repair, alter, install, erect, sell, rent or in any other manner deal in and with, as principal or agent, at wholesale or retail, or otherwise, hotel, motel, restaurant, office, industrial and institutional furnishings, equipment and supplies, including food and beverages, and goods, wares and merchandise of every class and description.

60002

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

60003

to possess and exercise all rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the

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purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The object and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

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FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is one thousand (1,000) shares of common stock all of which shares shall be without par value.

FIFTH. The minimum of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

Raymond H. Warns, 111 North Kaspar Avenue, Arlington Heights, Ill.

Herbert R. Nelson, 729 South Bennett, Palatine, Illinois

McGee Parramore, 801 South Stuart Lane, Palatine, Illinois

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) To make, alter or repeal the by-laws of the corporation.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

(e) To sell, assign, convey and otherwise dispose of a part of the property, assets and effects of this Corporation less than the whole thereof, or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable, without the assent of the stockholders in writing or otherwise; and also to sell, assign, transfer, convey, lease, exchange and otherwise dispose of the whole or substantially the whole of the property, assets, effects, franchises and good will of this Corporation, on such terms and conditions as they shall deem expedient, and for the best interests of the corporation, when and as authorized by the affirmative vote of the holders of not less than a majority of the stock then issued and outstanding having voting power, at a stockholders' meeting duly called for the purpose, but in any event not less than the amount required by law.

All of the powers of this Corporation, insofar as the same lawfully may be vested by this Certificate in the Board of Directors,

are hereby conferred upon the Board of Directors of this Corporation.

TENTH. In the absence of fraud, no contract or transaction between this Corporation and any other person, association or corporation shall be affected by the fact that any of the directors or officers of this Corporation are interested in, or with, such person, association or corporation, or are directors or officers of such other association or corporation; and any director or officer of the Corporation individually may be a party to, or may be interested in, any such contract or transaction of this Corporation; and no such contract or transaction of this Corporation with any person or persons, firm, association, or corporation, shall be rendered illegal, or in any way be affected, by the fact that any director or officer of this Corporation is a party to, or interested in, such contract or transaction, or in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation, for the benefit of himself or any person, firm, association or corporation in which he may be in anywise interested.

ELEVENTH. If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an officer or officers and to keep the books of this corporation (subject

to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolutions of the directors.

TWELFTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, BEING each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this

9th day of February, A.D., 1987.

Raymond H. Warns (SEAL)
Raymond H. Warns

Herbert H. Nelson (SEAL)
Herbert H. Nelson

McGee Parramore (SEAL)
McGee Parramore

C0009

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

BE IT REMEMBERED that on this 9th day of February,
A.D., 1967, personally came before me, Joe Zepo
_____, a Notary Public for the county and state afore-
said, personally came McGEE PARRAMORE, RAYMOND H. WARNS
and HERBERT R. NELSON, parties to the foregoing Certificate of In-
corporation, known to me personally to be such, and severally acknow-
ledged the said Certificate to be the act and deed such signers
respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Joe Zepo
Notary Public

MY COMMISSION EXPIRES FEBRUARY 25, 1968



AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 2nd day of Jan, 1970,

pursuant to Section 252 of the General Corporation Law of the State of Delaware, between GFM SUPPLY CORPORATION, a Delaware corporation and AIRCRAFT SERVICE INTERNATIONAL, INC., an Indiana corporation, AIRCRAFT SERVICE INTERNATIONAL, INC. OF NEVADA, a Nevada corporation, AIRCRAFT SERVICE INTERNATIONAL OF MEMPHIS, INC., AIRCRAFT SERVICE INTERNATIONAL JANITORIAL, INC., and AIRCRAFT SERVICE TRANSPORT, INC., all Florida corporations.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said GFM Supply Corporation by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on February 14, 1967, and recorded in the office of the Recorder of Deeds for the County of New Castle on February 14, 1967, has an authorized capital stock consisting of one thousand (1,000) shares of common stock without nominal or par value, of which one thousand (1,000) shares of such common stock are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said Aircraft Service International, Inc., a corporation organized under the laws of the State of Indiana by its certificate of incorporation which was filed in the office of the Secretary of State of Indiana, on September 21, 1960, has an authorized capital stock consisting of thirty-five thousand (35,000) shares of the par value of ten dollars (\$10.00) each, all of one class, amounting in the aggregate to three hundred fifty thousand dollars (\$350,000) of which stock twenty-five thousand (25,000) shares are now issued and outstanding; and

WHEREAS, said Aircraft Service International, Inc. of Nevada, a corporation organized under the laws of the State of Nevada by its certificate of incorporation which was filed in the office of the Secretary of State of Nevada, on June

24, 1963, has an authorized capital stock consisting of two hundred (200) shares of common stock without nominal par value, of which stock two hundred (200) shares are now issued and outstanding; and

WHEREAS, said Aircraft Service International of Memphis, Inc., a corporation organized under the laws of the State of Florida by its certificate of incorporation which was filed in the office of the Secretary of State of Florida, on December 3, 1963, has an authorized capital stock consisting of two hundred (200) shares of no par value stock, of which stock two hundred (200) shares are now issued and outstanding; and

WHEREAS, said Aircraft Service International Janitorial, Inc., a corporation organized under the laws of the State of Florida by its certificate of incorporation which was filed in the office of the Secretary of State of Florida, on November 26, 1963, has an authorized capital stock consisting of one hundred (100) shares of no nominal or par value stock, of which stock one hundred (100) shares are now issued and outstanding; and

WHEREAS, said Aircraft Service Transport, Inc., a corporation organized under the laws of the State of Florida by its certificate of incorporation which was filed in the office of the Secretary of State of Florida, on February 18, 1964, has an authorized capital stock consisting of one hundred (100) shares of no par value stock, of which stock one hundred (100) shares are now issued and outstanding; and

WHEREAS, the registered office of said GFM Supply Corporation in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Aircraft Service International, Inc. in the State of Indiana is located at 1511 Merchants Bank Building in the City of Indianapolis, County of Marion, and the name and address of its registered agent is GT Corporation System, 1511 Merchant's Bank Building, Indianapolis, Indiana 46204; and the registered office of Aircraft Service International Inc. of Nevada in the State of Nevada is located at Alamo Airways, McCarran Field in the City of Las Vegas, County of Clark, and the name and

address of its registered agent is James Harris Alamo Airways, McCarran Field, Las Vegas, Nevada; and the registered office of Aircraft Service International Inc. of Memphis in the State of Florida is located at The Corporation Company, 13th Floor, Florida Title Building, 110 West Forsythe Street in the City of Jacksonville, County of Duval, and the name and address of its registered agent is The Corporation Company, 13th Floor, Florida Title Building, 110 West Forsythe Street, Jacksonville, Florida; and the registered office of Aircraft Service International Janitorial, Inc. in the State of Florida is located at The Corporation Company, 13th Floor, Florida Title Building, 110 West Forsythe Street in the City of Jacksonville, County of Duval, and the name and address of its registered agent is The Corporation Company, 13th Floor, Florida Title Building, 110 West Forsythe Street, Jacksonville, Florida 32202; and the registered office of Aircraft Service Transport, Inc. in the State of Florida is located at P.O. Box 2373, Miami International Airport in the City of Miami, County of Dade, and the name and address of its registered agent is Mr. William H. Yates, Jr., P.O. Box 2373, Miami, Florida 33158:

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: GFM Supply Corporation hereby merges into itself Aircraft Service International, Inc., Aircraft Service International Inc. of Nevada, Aircraft Service International of Memphis, Inc., Aircraft Service International Janitorial Inc., and Aircraft Service Transport, Inc. and said Aircraft Service International, Inc., Aircraft Service International Inc. of Nevada, Aircraft Service International of Memphis Inc., Aircraft Service International Janitorial Inc., and Aircraft Service Transport, Inc., shall be and hereby are merged into GFM Supply Corporation, which shall be the surviving corporation.

SECOND: The facts required to be set forth in a certificate of incorporation of a corporation incorporated under the laws of the State of Delaware, which can be stated in the case of the merger provided for in this agreement, are as follows:

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1. The name of the surviving corporation shall on the effective date of this merger be named Aircraft Service International, Inc.
2. The address of its registered office in the State of Delaware is at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted by the surviving company shall be (and the articles of the said GFM Supply Corporation, to be renamed hereby as provided in subparagraph 1, above are hereby accordingly amended to so state)

"THIRD. The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and without limiting the foregoing, to engage in aircraft service operations and services of all kinds, and produce, manufacture, develop, construct, transport, buy, hold, sell, and generally deal in products, materials and property, both tangible and intangible."

4. The total numbers of shares of stock which the corporation shall have authority to issue is one thousand (1000).

THIRD: The Certificate of Incorporation of the surviving corporation, as hereby amended, is restated in its entirety and attached hereto as Exhibit A, and all the terms and provisions thereof are hereby incorporated in this agreement and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law said Exhibit A, separate and apart from this agreement of merger shall be, and may be separately certified as, the Certificate of Incorporation, as Amended, of the surviving corporation.

FORTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all right

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in respect thereof shall forthwith be changed and converted into no shares of common stock of the surviving corporation.

(b) The shares of said GFM Supply Corporation shall constitute the same shares of the corporation surviving this merger, and on the consummation of the merger no new shares of the corporation surviving this merger are to be issued to the holders of shares of the merged corporations, Aircraft Service International, Inc., Aircraft Service International Inc. of Nevada, Aircraft Service International of Memphis, Inc., Aircraft Service International Janitorial Inc., and Aircraft Service Transport, Inc. The shares of the merged corporations, Aircraft Service International, Inc., Aircraft Service International Inc. of Nevada, Aircraft Service International of Memphis, Inc., Aircraft Service International Janitorial Inc., and Aircraft Service Transport, Inc., shall be cancelled.

FIFTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on December 31, 1970.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

(e) The surviving corporation hereby (i) agrees that it may be served with process in the States of California, Florida, Illinois, Kentucky, Nevada, Tennessee, Texas, and Virginia in any proceeding for the enforcement of any obligation of the merged corporations and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporations (ii) irrevocably appoints the Secretaries

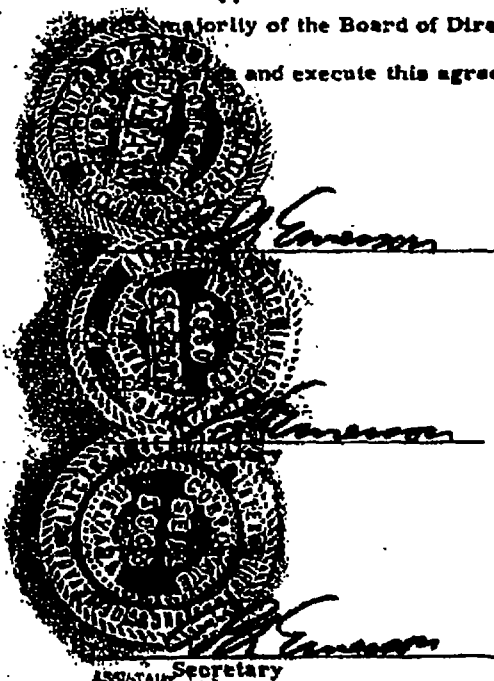
of State of California, Florida, Illinois, Kentucky, Nevada, Tennessee, Texas, and Virginia as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporations the amount, if any, to which they shall be entitled pursuant to the laws of the State of California, Florida, Illinois, Kentucky, Nevada, Tennessee, Texas, and Virginia.

(f) All rights of all creditors and liens upon the property of any said corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Companies shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts liabilities and duties had been incurred or contracted by it.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and ASSISTANT attested by the Secretary of each party hereto, and the corporate seal affixed.

A Majority of the Board of Directors of Aircraft Services International of and execute this agreement.



Surviving Company:
GFM Supply Corporation
(A Delaware Corporation)

[Signature]
Vice President

Merged Companies:
Aircraft Service International, Inc.
(An Indiana Corporation)

By *[Signature]*
President

Aircraft Service International, Inc.
of Nevada
(A Nevada Corporation)

By *[Signature]*
President

[Signature]
[Signature]
[Signature]

A Majority of the Directors

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By

ASSISTANT

Secretary

Aircraft Service International, Inc.
of Memphis
(A Florida Corporation)

By

President



ASSISTANT

Secretary

Aircraft Service International Janitorial
Inc.
(A Florida Corporation)

By

President



(seal)

By

ASSISTANT

Secretary

Aircraft Service Transport, Inc.
(A Florida Corporation)

By

President

I, *F.G. Emerson*, ASSISTANT Secretary of GFM SUPPLY CORP-

ORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such ^{ASSISTANT} secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Aircraft Service International, Inc., an Indiana Corporation, Aircraft Service International, Inc. of Nevada, a Nevada Corporation, Aircraft Service International of Memphis, Inc., Aircraft Service International Janitorial, Inc., and Aircraft Service Transport, Inc., all Florida corporations, were duly submitted to the stockholders of said GFM Supply Corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 1000 shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed agreement of merger was unanimously approved by the stockholders by an affirmative vote of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the acts of the stockholders of said GFM Supply Corporation and the duly adopted agreement of the said corporation.



WITNESS my hand and the seal of said

Corporation,
on this *18th* day of *December*, 19*72*

F.G. Emerson
ASSISTANT Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the General Corporation Law of the States of Florida, Indiana, and Nevada, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this

day of Dec., 1971.



(Seal)

Secretary

Surviving Company:
GFM Supply Corporation
(A Delaware Corporation)

By

[Signature]
President
Merger Companies:
Aircraft Service International, Inc.
(An Indiana Corporation)



Secretary

By

[Signature]
President

Aircraft Service International, Inc. of Nevada
(A Nevada Corporation)



Secretary

By

[Signature]
President

Aircraft Service International, Inc. of
Memphis
(A Florida Corporation)



Secretary

By

[Signature]
President

Aircraft Service International Janitorial, Inc.
(A Florida Corporation)



Secretary

By

[Signature]
President



Secretary



Seal)

Aircraft Service Transport, Inc.
(A Florida Corporation)

By


President

Secretary

STATE OF *Illinois*)
COUNTY OF *Cook*) SS

BE IT REMEMBERED that on this *24th* day of *November*, 1970,
personally come before me, a Notary Public in and for the County and State afore-
said and Howard J. Bell, President of Aircraft Service International, Inc.
Aircraft Service International, Inc. of Nevada, Aircraft Service International
of Memphis, Inc., Aircraft Service International Janitorial, Inc., and Aircraft
Service Transport, Inc. and Jess Nicks, Vice President of GFM Supply Corp-
oration and they duly executed said agreement of merger before me and acknow-
ledged the said agreement of merger to be this act and deed and the act and deed
of said corporation and the facts stated therein are true; and that the seal affixed
to said agreement of merger and attested by the assistant secretary of said
corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office
the day and year aforesaid.

Flora L. Bell
Notary Public

My Commission Expires Sept. 28, 1971



EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
AIRCRAFT SERVICE INTERNATIONAL, INC.**

FIRST. The name of the corporation is

AIRCRAFT SERVICE INTERNATIONAL, INC.

SECOND. The principal office of the corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD. The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and without limiting the foregoing, to engage in aircraft service operations and services of all kinds, and produce, manufacture, develop, construct, transport, buy, hold, sell, and generally deal in products, materials and property, both tangible and intangible.

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FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is one thousand (1,000) shares of common stock all of which shares shall be without par value.

FIFTH. The minimum of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

Raymond H. Warns, 111 North Kaspar Avenue, Arlington Heights, Ill.

Herbert R. Nelson, 728 South Bennett, Palatine, Illinois

McGee Parramore, 601 South Stuart Lane, Palatine, Illinois

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

- (a) To make, alter or repeal the by-laws of the corporation.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

(e) To sell, assign, convey and otherwise dispose of a part of the property, assets and effects of this Corporation less than the whole thereof, or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable, without the assent of the stockholders in writing or otherwise; and also to sell, assign, transfer, convey, lease, exchange and otherwise dispose of the whole or substantially the whole of the property, assets, effects, franchises and good will of this Corporation, on such terms and conditions as they shall deem expedient, and for the best interests of the corporation, when and as authorized by the affirmative vote of the holders of not less than a majority of the stock then issued and outstanding having voting power, at a stockholders' meeting duly called for the purpose, but in any event not less than the amount required by law.

All of the powers of this Corporation, insofar as the same lawfully may be vested by this Certificate in the Board of Directors, are hereby conferred upon the Board of Directors of this Corporation.

TENTH. In the absence of fraud, no contract or transaction between this Corporation and any other person, association or corporation shall be affected by the fact that any of the directors or officers of this Corporation are interested in, or with, such person, association or corporation, or are

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directors or officers of such other association or corporation; and any director or officer of the Corporation individually may be a party to, or may be interested in, any such contract or transaction of this Corporation; and no such contract or transaction of this Corporation with any person or persons, firm, association, or corporation, shall be rendered illegal, or in any way be affected, by the fact that any director or officer of this Corporation is a party to, or interested in, such contract or transaction, or in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation, for the benefit of himself or any person, firm, association or corporation in which he may be in anywise interested,

ELEVENTH. If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an officer or officers and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolutions of the directors.

TWELFTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

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WE, THE UNDERSIGNED, BEING each of the incorporators
hereinbefore named, for the purpose of forming a corporation pursuant
to the General Corporation Law of the State of Delaware, do make this
certificate, hereby declaring and certifying that the facts herein stated
are true, and accordingly have hereunto set our hands and seals this

9th day of February, A.D., 1967.

Raymond H. Warns (SEAL)
Raymond H. Warns

Herbert R. Nelson (SEAL)
Herbert R. Nelson

McGee Parramore (SEAL)
McGee Parramore

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

BE IT REMEMBERED that on this 9th day of February,
A.D., 1967, personally came before me, Joe Zito
_____, a Notary Public for the county and state afore-
said, personally came McGEE PARHAMORE, RAYMOND H. WARNS
and HERBERT H. NELSON, parties to the foregoing Certificate of In-
corporation, known to me personally to be such, and severally acknow-
ledged the said Certificate to be the act and deed such signers
respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Joe Zito
Notary Public

MY COMMISSION EXPIRES FEBRUARY 25, 1969



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Certificate of Agreement of Merger of the "AIRCRAFT SERVICE INTERNATIONAL, INC.", a corporation organized and existing under the laws of the State of Indiana, "AIRCRAFT SERVICE INTERNATIONAL, INC. OF NEVADA", a corporation organized and existing under the laws of the State of Nevada, "AIRCRAFT SERVICE INTERNATIONAL OF MEMPHIS, INC.", "AIRCRAFT SERVICE INTERNATIONAL JANITORIAL, INC." and "AIRCRAFT SERVICE TRANSPORT, INC.", corporations organized and existing under the laws of the State of Florida, merging with and into the "GEN SUPPLY CORPORATION", a corporation organized and existing under the laws of the State of Delaware, under the name of "AIRCRAFT SERVICE INTERNATIONAL, INC.", as received and filed in this office the twenty-eighth day of December, A.D. 1970, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

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CERTIFICATE OF OWNERSHIP & MERGER**BETWEEN****AIRCRAFT SERVICE INTERNATIONAL, INC.**
(A Delaware Corporation)**AND****OAKLAND FLIGHT SERVICE, INC.**
(A California Corporation)

This Plan and Agreement of Merger is made and entered into on the 8th day of May, 1974, by and between Aircraft Service International, Inc., a Delaware Corporation (herein sometimes referred to as The Delaware Corporation or Surviving Corporation), and Oakland Flight Service, Inc., a California Corporation, (herein sometimes referred to as the California Corporation or Merging Corporation), said corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on the 14th day of February, 1967, and recorded in the office of the Recorder of Deeds for the County of New Castle in the said State, on February 14, 1967, and the registered office of the Delaware Corporation being located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent in charge thereof being The Corporation Trust Company; and

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WHEREAS, the total number of shares of stock which the Delaware Corporation has authority to issue is 1,000, of which 1,000 shares are now issued and outstanding; and

WHEREAS, the California Corporation is a corporation organized and existing under the laws of the State of California, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of California on the 24th day of June, 1968, and a Certificate of Incorporation having been issued by said Secretary of State on that date; and

WHEREAS, the aggregate number of shares which the California Corporation has authority to issue is 2,500, of which 2,500 shares are issued and outstanding and are solely owned by the Surviving Corporation; and

WHEREAS, the board of directors of each of the Constituent Corporations deems it advisable that the California Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and California, respectively, which permit such merger;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the California Corporation, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

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1. Surviving Corporation owns all the issued and outstanding stock of Merging Corporation.
2. Merging Corporation shall be merged into Surviving Corporation pursuant to the Resolution of the Board of Directors.
3. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are prescribed by law.

IN WITNESS WHEREOF, the Delaware Corporation, pursuant to the approval and authority duly given by resolution adopted by its board of directors, a certified copy of such resolution attached hereto as Exhibit "A", has caused this Plan and Agreement of Merger to be executed by the Vice President and Attested by the Assistant Secretary, and the corporate seal affixed.

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AIRCRAFT SERVICE INTERNATIONAL,
INC. (A Delaware Corporation)

(corporate seal)

William H. Yates Jr.
Vice President

Attest:

W. E. Egan
Assistant Secretary

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